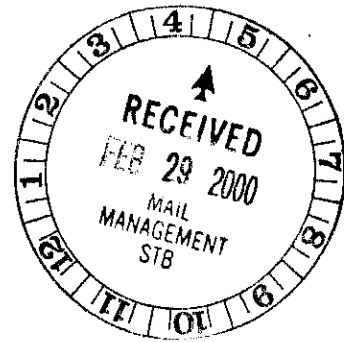


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**MISSISSIPPI VALLEY GAS COMPANY**

P.O. Box 3348 Jackson, Mississippi 39207-3348  
Telephone: 601/961-8900



**MATTHEW L. HOLLEMAN, III**  
President & Chief Executive Officer

UNITED STATES  
Office of the Secretary

February 25, 2000

FEB 29 2000

Part of  
Public Record

Surface Transportation Board  
Office of the Secretary, Case Control Unit  
Attn: STB Ex Parte No. 582  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Board Members:

As I understand it, the announcement of a merger between Burlington Northern Santa Fe Railway (BNSF) and the Canadian National Railway (CN) has caused you to review the timing and effect of railroad mergers. I am writing to provide my views as requested in STB Ex Parte No. 582.

As in other areas of the country, we in Mississippi have experienced a recent railroad merger - the CN/IC merger. Unlike other recent mergers, this one has gone very smoothly. There have been no service disruptions, no employee downsizing and no abandonment of track. Indeed, it is my understanding that the new CN/IC has cut almost four days off the trip between Canada and Jackson, Mississippi. The new railroad has significantly increased the market reach of Mississippi shippers and is allowing our state to play an increasingly important role in the growing north-south traffic between Canada, the U.S. and Mexico.

Like the CN/IC merger, the proposed BNSF/CN merger is another straightforward end-to-end combination that extends Mississippi's reach and single line service to the important new markets. The timing of this merger is an important issue and from my point of view the timing is quite simple--the sooner we can expand on the transit time savings and market reach of this combination, the better it is for our state, our nation, and all of North America. I don't think you should slow this merger down. I think you should speed it up. Moreover, Mississippi's ability to succeed should not be denied because others have failed to plan, organize and execute.

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In your notice you have referenced the "downstream" effects of the proposed merger and asked whether they are in the public interest. From an economic standpoint, in Mississippi, the "downstream" effects are very positive and very much in our public interest. For decades our state has lagged behind the rest of the nation with regard to economic development. Recently we have made great strides in overcoming past difficulties. I believe the proposed BNSF/CN merger creates the kind of transportation infrastructure that will help us do even better in the future.

I know you are considering what process you should use to judge this proposed merger. I hope you will judge this combination on its merits and what it means for service, efficiency and competition, and not based on the fears and problems of those who have come before us.

Thank you for the opportunity to give you my views on this important matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Matt Holleman", written in a cursive style.

Matthew L. Holleman III

MISSISSIPPI VALLEY GAS COMPANY